

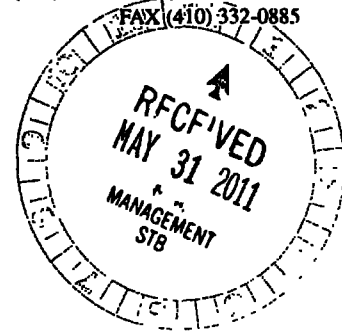
**LAW OFFICES OF
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May 31, 2011



Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RE: Finance Docket No. 35528, *CSX Transportation, Inc.—Trackage Rights
Exemption—The Indiana Rail Road Company*

Dear Ms. Brown:

229661

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 180.2(d)(8), a diskette with the file in WORD and pdf format, 20 extra copies of the map, and a check covering the \$1,200.00 filing fee for the Notice.

Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger.

Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for CSX Transportation, Inc.

Enclosures

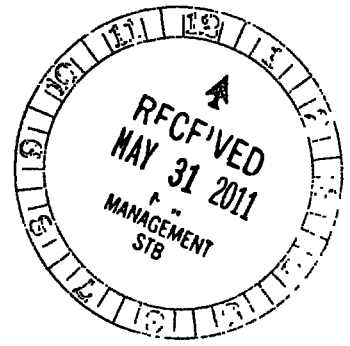
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MAY 31 2011

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MAY 31 2011
SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35528

CSX TRANSPORTATION, INC.—TRACKAGE RIGHTS EXEMPTION—
THE INDIANA RAIL ROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

Steven C. Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street J-150
Jacksonville, FL 32202
(904) 359-1229

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer, LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgrailaw.com

Attorneys for: CSX Transportation, Inc.

Dated: May 31, 2011



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35528

CSX TRANSPORTATION, INC.—TRACKAGE RIGHTS EXEMPTION—
THE INDIANA RAIL ROAD COMPANY

VERIFIED NOTICE OF EXEMPTION

CSX Transportation, Inc. (“CSXT”) submits this Verified Notice of Exemption pursuant to the class exemption at 49 C.F.R. §1180.2(d)(7) for generally overhead trackage rights over the rail line of The Indiana Rail Road Company (“INRD”).¹ The trackage rights are between Belt Jct., milepost 181.7, and the south end of INRD’s Martin Siding, milepost 185.2, including a right of entry and exit at the connections of INRD with CSXT at Belt Jct. (milepost 181.7) and at Spring Hill (milepost 182.7), a distance of approximately 3.5 miles (the “Line”) in Terre Haute, IN. The new trackage rights are being granted pursuant to Supplemental Agreement No. 1 between CSXT and INRD that extends the trackage rights that INRD has previously granted to CSXT to operate over INRD’s Chicago Subdivision, between the connection of CSXT and INRD trackage at ConMil at approximate INRD milepost 175.5 and the connection of CSXT and INRD trackage at approximate INRD milepost 181.7, a distance of 6.2 miles, all in Terre Haute, Vigo

¹ CSXT controls INRD. *CSX Corporation and CSX Transportation, Inc.,—Control—The Indiana Rail Road Company*, STB Finance Docket No. 32892 (STB served November 7, 1996).

County, IN.² The new trackage rights will enable crews of CSXT to have authority to deliver trains to and receive trains from INRD on its newly constructed Martin Siding south of Belt Jct.

The parties will enter a written agreement for the trackage rights, which are not sought as a responsive application in a rail consolidation proceeding.³

Pursuant to the Surface Transportation Board's (the "Board") regulations at 49 C.F.R. § 1180.4(g), CSXT submits the following information:

Section 1180.6 Supporting Information

(a)(1)(i) Description of Proposed Transaction

CSXT is acquiring generally overhead trackage rights over the rail line of the INRD between Belt Jct., milepost 181.7, and the south end of INRD's Martin Siding, milepost 185.2, including a right of entry and exit at the connections of INRD with CSXT at Belt Jct. (milepost 181.7) and at Spring Hill (milepost 182.7), a distance of approximately 3.5 miles in Terre Haute, IN. A color map showing the Line is attached hereto in Exhibit C.

Under Supplemental Agreement No. 1, the new trackage rights will enable crews of CSXT to have authority to deliver trains to and receive trains from INRD on its newly constructed Martin Siding south of Belt Jct.

² *CSX Transportation, Inc.—Trackage Rights Exemption—The Indiana Rail Road Company*, STB Finance Docket No. 35058 (STB served July 13, 2007).

³ A draft of Supplemental Agreement No. 1 is attached hereto in Exhibit A. A copy of the executed Supplement Agreement No. 1 will be filed with the Board upon execution.

The carriers involved in this transaction and their business addresses are:

CSX Transportation, Inc.
500 Water Street J-150
Jacksonville, FL 32202

The Indiana Rail Road Company
10 West Ohio Street, Suite 1600
Indianapolis, IN 46204

Questions and correspondence concerning this notice may be addressed to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer, LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(401) 296-2250
Lou@lgraillaw.com

(a)(1)(ii) Consummation Date

The transaction is scheduled to be consummated on or shortly after June 30, 2011.

(a)(1)(iii) Purpose Sought to be Accomplished

CSXT is seeking to enable crews of CSXT to have authority to deliver trains to and receive trains from INRD on its newly constructed Martin Siding south of Belt Jct.

(a)(5) List of States in which the Party's Property is Situated

CSXT owns and operates about 21,000 miles of railroad in the States of Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia, the District of Columbia, and the Provinces of Ontario and Québec.

INRD owns and operates railroad property in the States of Illinois, Indiana, and Kentucky.

The overhead trackage rights are located in the State of Indiana.

(a)(6) Map

A color map illustrating the involved trackage rights is attached as Exhibit C.

(a)(7)(ii) Agreement

A copy of the draft Supplemental Agreement No. 1 is attached as Exhibit A.

Labor Protection

Any employees of CSXT or INRD who may be adversely affected by the acquisition of the trackage rights that are the subject of this Notice are entitled to protection under the conditions imposed in *Norfolk and Western Railway Ry. Co.—Trackage Rights—BN*, 354 I.C.C. 605 (1978), as modified by *Mendocino Coast Ry., Inc. —Lease and Operate*, 360 I.C.C. 653 (1980) (“*N&W*”).

Section 1180.4(g)(4)(i) Supporting Information

(i)(A) There are no limitations on future interchange with a third party connecting carrier in Supplemental Agreement No. 1. CSXT and INRD are the only carriers serving Terre Haute, IN.

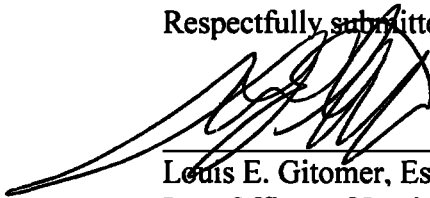
(i)(B) A copy of Supplemental Agreement No. 1 is attached hereto in Exhibit A.

Environmental and Historic Matters

Environmental and historic impacts associated with trackage rights transactions generally

are considered to be insignificant. Therefore, environmental and historical reports and documentation normally need not be submitted for this type of transaction, pursuant to 49 C.F.R. § 1105.6(c)(4) and § 1105.8(b)(3).

Respectfully submitted,



Steven C. Armbrust, Esq.
CSX Transportation, Inc.
500 Water Street J-150
Jacksonville, FL 32202
(904) 359-1229

Louis E. Gitomer, Esq.
Law Offices of Louis E. Gitomer, LLC
600 Baltimore Avenue, Suite 301
Towson, MD 21204
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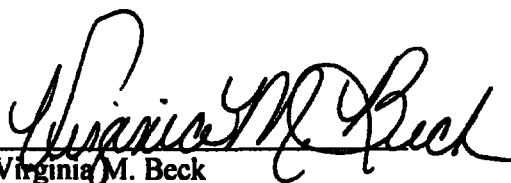
Dated: May 31, 2011

Attorneys for: CSX Transportation, Inc.

VERIFICATION

State of Florida)
)ss
County of Duval)

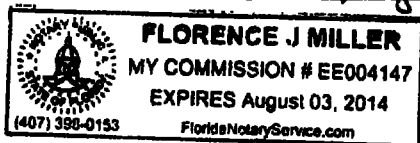
I, Virginia M. Beck, being duly sworn, depose and state that I am Director Passenger and Joint Facility Agreements of CSX Transportation, Inc., that I am authorized to make this verification, and that I have read the foregoing Notice of Exemption, and know the facts asserted therein are true and accurate to the best of my knowledge, information and belief.


Virginia M. Beck

Subscribed and sworn to before me this 27th day of May 2011.

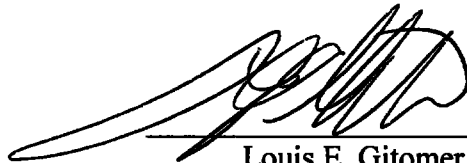

Notary Public

My Commission expires: Aug. 3, 2014



CERTIFICATE OF SERVICE

I hereby certify that I have caused the Verified Notice of Exemption in Finance Docket 35528, *CSX Transportation, Inc.—Trackage Rights Exemption—The Indiana Rail Road Company*, to be served by first class mail, postage pre-paid on the Secretary of the United States Department of Transportation, the Attorney General of the United States, the Federal Trade Commission and the Governor, Public Service Commission, and Department of Transportation of the State of Indiana.



Louis E. Gitomer
May 31, 2011

EXHIBIT A-AGREEMENT

D R A F T

SUPPLEMENTAL AGREEMENT No. 1

THIS SUPPLEMENTAL AGREEMENT No. 1, entered into as of this 1st day of January, 2011 between THE INDIANA RAIL ROAD COMPANY, hereinafter referred to as "INRD" or "Owner", and CSX TRANSPORTATION, INC., hereinafter referred to as "CSXT" or "User", and

WITNESSETH:

WHEREAS: By Agreement dated July 29, 2007 (the "Agreement"), CSXT has trackage rights over INRD's Chicago Subdivision between the connection of INRD and CSXT at ConMil at approximate INRD Milepost (MP) 175.5, and the connection of INRD and CSXT at approximate INRD MP 181.7 at Belt Jct., all in Terre Haute, IN; and

WHEREAS: The Parties desire that crews of CSXT have authority to deliver trains to and receive trains from INRD on its newly constructed Martin Siding south of Belt Jct.; and

WHEREAS: The Parties wish to supplement the Agreement to allow CSXT to operate trains over INRD's Chicago Subdivision between ConMil and Martin Siding, with rights of entry and exit at Belt Jct. and Spring Hill, all in the vicinity of Terre Haute.

NOW, THEREFORE, The parties hereto, intending to be legally bound, agree as follows:

1. ARTICLE 1, GRANT OF TRACKAGE RIGHTS, in the Agreement is hereby modified as follows:

Subject to the terms and conditions herein provided, Owner hereby grants to User the right to operate its trains (locomotives or locomotives and cars) with its own crews (hereinafter referred to as the "Trackage Rights") over the following segment of Owner's railroad shown on the plan attached hereto, made a part hereof and marked Exhibit "I" ,revised January 1, 2011 (hereinafter referred to as the "Subject Trackage"):

INRD's Chicago Subdivision, between the connection of CSXT and INRD trackage at ConMil at approximate INRD Milepost (MP) 175.5, and the south end of INRD's Martin Siding at MP 185.2, a distance of 9.7 miles, including a right of entry and exit at the connections of INRD with CSXT at Belt Jct. (MP 181.7, a distance of 6.2 miles from ConMil) and at Spring Hill (MP 182.7, a distance of 7.3 miles from ConMil).

2. ARTICLE 18. REGULATORY APPROVAL, is modified to specify that should this Supplemental Agreement No. 1 require the prior approval of the Surface Transportation Board (STB), User at its own cost and expense shall initiate and thereafter diligently pursue an appropriate application, petition or notice to secure such approval. Owner shall

assist and support efforts of User to secure any necessary STB approval of this Supplemental Agreement No. 1.

3. In all other respects, the Agreement, as supplemented, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto execute this Supplemental Agreement No. 4, in duplicate, as of the day and year first above written.

WITNESS

CSX TRANSPORTATION, INC

By: _____
Director, Passenger & Joint Facility Agreements

WITNESS

THE INDIANA RAIL ROAD COMPANY
D R A F T

By: _____
Executive Vice-President

EXHIBIT B-FEDERAL REGISTER NOTICE

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

FINANCE DOCKET NO. 35528

CSX TRANSPORTATION, INC.—TRACKAGE RIGHTS EXEMPTION—
THE INDIANA RAIL ROAD COMPANY

The Indiana Rail Road Company (“INRD”) has agreed to grant generally overhead trackage rights to CSX Transportation, Inc. (“CSXT”) between Belt Jct., milepost 181.7, and the south end of INRD’s Martin Siding, milepost 185.2, including a right of entry and exit at the connections of INRD with CSXT at Belt Jct. (milepost 181.7) and at Spring Hill (milepost 182.7), a distance of approximately 3.5 miles (the “Line”) in Terre Haute, IN. The overhead trackage rights will be effective on or after June 30, 2011.

As a condition to this exemption, any employee affected by the acquisition of the trackage rights will be protected by the conditions imposed in *Norfolk and Western Railway Ry. Co.—Trackage Rights—BN*, 354 I.C.C. 605 (1978), as modified by *Mendocino Coast Ry., Inc. —Lease and Operate*, 360 I.C.C. 653 (1980).

This notice is filed under 49 CFR 1180.2(d)(7). If it contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35285, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC

20423-0001. In addition, a copy of each pleading must be served on Steven C. Armbrust, CSX Transportation, Inc., 500 Water Street J-150, Jacksonville, FL 32202, and Louis E. Gitomer, Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204, Lou@lgrailaw.com.

Board decisions and notices are available on our website at “WWW.STB.DOT.GOV.”

Decided:

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

EXHIBIT C-MAP

CSXT
Trackage Rights
over INRD Between
ConMil and Belt Jct.
in Terre Haute, IN
 - Approximately 8.2 Miles -

- Approximately 8.2 Miles -

☆ Connections

Route

CSXT

INRD

DISCLAIMER: The CSX Real Property Inc. GIS Department, its employees, agents and personnel, MAKES NO WARRANTY, REPRESENTATION OR OPINION, AND ASSUMES NO LIABILITY FOR THE PURPOSE, USE OR INTENT OF ANY INFORMATION OR DATA FOR ANY PURPOSE, EXPRESS OR IMPLIED, WITH RESPECT TO THE INFORMATION CONTAINED ON THIS CD-ROM. BY ACCEPTING THIS CD-ROM, YOU AGREE TO ASSUME ALL LIABILITY, WITH ALL FUTURE, and assumes all responsibility for the use thereof. I further, covenants and agrees to hold the CSX Real Property Inc. GIS Department, its employees, agents and personnel, harmless from and against any damages, claims, suits, losses, expenses, costs, fees, and any other liability arising from any use of the information contained on this CD-ROM.

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CSX
How tomorrow moves

Map Created: December 6, 2010

